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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
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DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
:  
Debtors. : (Jointly Administered)  
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JOINT STIPULATION AND AGREED ORDER COMPROMISING  
AND ALLOWING PROOF OF CLAIM NUMBER 1216  
(SFS INTEC, INC.)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and SFS intec, Inc. ("SFS") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 1216 (SFS intec, Inc.) and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on December 19, 2005, SFS filed proof of claim number 1216 against Delphi, asserting an unsecured non-priority claim in the amount of \$48,089.03 (the "Claim") arising from the sale of goods.

WHEREAS, on March 16, 2007, the Debtors objected to the Claim pursuant to the Debtors' Eleventh Omnibus Objection (Substantive) Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims, And (D) Claims Subject To Modification (Docket No. 7301) (the "Eleventh Omnibus Claims Objection").

WHEREAS, on April 13, 2007 SFS filed its Response To Omnibus Objection (Docket No. 7742) (the "Response").

WHEREAS, on August 30, 2007, to resolve the Eleventh Omnibus Claims Objection with respect to the Claim, DAS LLC and SFS entered into a settlement agreement (the "Settlement Agreement").

WHEREAS, pursuant to the Settlement Agreement, DAS LLC acknowledges and

agrees that the Claim shall be allowed against DAS LLC in the amount of \$41,415.97.

WHEREAS, SFS acknowledges that it has been given the opportunity to consult with counsel before executing the Settlement Agreement and is executing such Settlement Agreement without duress or coercion and without reliance on any representations, warranties, or commitments other than those representations, warranties, and commitments set forth in the Settlement Agreement.

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and SFS stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$41,415.97 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.
2. SFS shall withdraw its Response to the Eleventh Omnibus Claims Objection with prejudice.

So Ordered in New York, New York, this 7<sup>th</sup> day of September, 2007

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/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons

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